

B6 Cover (Form 6 Cover) (12/07)

FORM 6. SCHEDULES

Summary of Schedules

Statistical Summary of Certain Liabilities and Related Data (28 U.S.C. § 159)

Schedule A - Real Property

Schedule B - Personal Property

Schedule C - Property Claimed as Exempt

Schedule D - Creditors Holding Secured Claims

Schedule E - Creditors Holding Unsecured Priority Claims

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Schedule G - Executory Contracts and Unexpired Leases

Schedule H - Codebtors

Schedule I - Current Income of Individual Debtor(s)

Schedule J - Current Expenditures of Individual Debtor(s)

Unsworn Declaration under Penalty of Perjury

GENERAL INSTRUCTIONS: The first page of the debtor's schedules and the first page of any amendments thereto must contain a caption as in Form 16B. Subsequent pages should be identified with the debtor's name and case number. If the schedules are filed with the petition, the case number should be left blank

Schedules D, E, and F have been designed for the listing of each claim only once. Even when a claim is secured only in part or entitled to priority only in part, it still should be listed only once. A claim which is secured in whole or in part should be listed on Schedule D only, and a claim which is entitled to priority in whole or in part should be listed on Schedule E only. Do not list the same claim twice. If a creditor has more than one claim, such as claims arising from separate transactions, each claim should be scheduled separately.

Review the specific instructions for each schedule before completing the schedule.

In re Fitness Resource, Inc. Case No. 11-16630-BFK
Debtor (If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Ground lease - 7025 Arlington Road, Bethesda, MD 20814	Leasehold (ground)		517,000.00	421,245.68

Total ➤ 517,000.00

(Report also on Summary of Schedules.)

In re Fitness Resource, Inc.
Debtor

Case No. 11-16630-BFK
(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See. 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		U.S. currency		7,341.30
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo checking 0876 (Main Business)		11,460.65
		Sonabank checking 1841 (Main Operating)		36,911.42
		Sonabank checking 1858 (Lockbox)		173,884.29
		Sonabank checking 1874 (Commercial Credit Card)		21,696.67
		Wells Fargo checking 1236 (Norcross)		817.71
		Certificate of deposit		200,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Landlord security deposits		203,000.00
		Utility security deposits		3,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, Pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			

In re Fitness Resource, Inc. Case No. 11-16630-BFK
Debtor (If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		FR Midlothian Properties, LLC - 100% member interest		150,000.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		Accounts receivable (net of prepaid commercial deposits)		1,674,000.00
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See attached list.		231,600.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See attached list		44,650.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			

28. Office equipment, furnishings, and supplies.

<u>Asset</u>	<u>Property Description</u>	<u>Date in Service</u>	<u>Cost</u>	<u>2010 A/D</u>	<u>2010 End Book</u>	<u>Market Value</u>
EQUIPMENT						
643	Copier	04/12/07	3,029.25	1,817.55	1,211.70	1,200.00
644	Copier	05/18/07	1,332.45	799.47	532.98	500.00
645	Security cameras	08/15/07	17,495.77	10,497.46	6,998.31	7,000.00
646	Phone system Norcross	09/07/07	4,930.33	2,958.20	1,972.13	2,000.00
647	Hartford Claim, Norcross Phone Sy	10/15/07	(3,903.33)	(2,342.00)	(1,561.33)	
648	Phone system Norcross	11/30/07	2,620.81	1,572.49	1,048.32	
651	Cardboard compactor-used	08/22/08	6,500.00	1,950.00	4,550.00	5,000.00
577	Credit card terminals	11/15/06	22,623.43	14,328.17	8,295.26	4,000.00
578	Server	01/10/06	10,853.06	8,682.45	2,170.61	2,200.00
583	2 Dell SC430 server	12/31/06	1,129.79	677.87	451.92	500.00
584	3 Dell PC E310	12/31/06	3,115.42	1,869.25	1,246.17	1,300.00
585	1 Dell E1705 laptop	12/31/06	1,443.74	866.24	577.50	600.00
586	1 Dell 1100 PC	12/31/06	1,924.97	1,154.98	769.99	800.00
587	1 Dell D620 laptop	12/31/06	1,418.98	851.39	567.59	600.00
588	3 Dell E1405 laptop	12/31/06	4,133.80	2,686.97	1,446.83	1,500.00
589	2 Dell E1505 laptop	12/31/06	2,087.17	1,356.66	730.51	750.00
590	1 Dell E510 PC	12/31/06	1,774.92	1,064.95	709.97	700.00
591	1 Dell 6400 laptop	12/31/06	1,265.25	759.15	506.10	500.00
592	5 Dell 5150 PC	12/31/06	3,370.50	2,022.30	1,348.20	1,400.00
593	10 Dell 1100 PC	12/31/06	6,302.23	3,781.34	2,520.89	2,500.00
594	Dell PC 3100	12/31/06	4,240.80	2,544.48	1,696.32	1,700.00
FURNITURE & FIXTURES						
580	Shelving	07/11/06	604.10	302.05	302.05	300.00
580	Shelving	07/11/06	604.10	302.05	302.05	300.00
580	Shelving	07/11/06	604.10	302.05	302.05	300.00
						35,650.00

OTHER EQUIPMENT & SUPPLIES W/ \$0 BOOK VALUE

In each store:

desk, 2 file cabinets, shelving, refrigerator, microwave, chairs, printer, fax, table

Total value ~\$150/store (PC's included in EQUIPMENT above)

25 Stores

3,750.00

In each average office/workstation - Sterling/Norcross

desk, 2 file cabs, 2 chairs, printer, PC

Total value ~\$250/office

21 Offices/Workstations

5,250.00

TOTAL

\$ 44,650.00

VEHICLES

<u>Asset</u>	<u>Property Description</u>	<u>Date in Service</u>	<u>Dept*</u>	<u>Cost</u>	<u>2009 A/D</u>	<u>2009 End Book</u>	<u>Market value</u>
41-D41	2000 Isuzu 20ft van	10/5/1999	WHS	40,953.00	40,953.00	-	11,000
94-D01	1993 GMC Truck 4000 tiltcab	10/1/1993	WHS	22,500.00	22,500.00	-	3,500
97-D02	1995 GMC Truck TW4S042	11/1/1995	WHS	24,998.00	24,998.00	-	5,000
98-D03	1995 Isuzu NPR/YB2	1/1/1996	WHS	26,752.00	26,752.00	-	5,000
99-D04	1995 Mitsubishi FH100	10/1/1996	WHS	35,466.00	35,466.00	-	6,000
150-D05	1998 Isuzu NPR-ZF3	9/30/1997	WHS	31,879.00	31,879.00	-	8,500
151-D06	1998 Isuzu NPR-ZF3	9/30/1997	WHS	31,879.00	31,879.00	-	8,500
152-D51	97 Isuzu Van FTR	10/8/1997	WHS-NCW	54,131.00	54,131.00	-	8,000
153-G04	1994 Ford E250	11/11/1997	WHS	11,258.00	11,258.00	-	500
154-D10	1995 Isuzu NPR/YB2	11/11/1997	WHS-CKY	11,258.00	11,258.00	-	4,500
229-D31	1999 Isuzu NQR	11/1/1998	WHS	38,524.00	38,524.00	-	10,000
230-D08	1999 Isuzu NPR-NB3	11/1/1998	WHS-NCW	33,511.00	33,511.00	-	10,000
231-D07	1999 Isuzu NPR-NB3	11/1/1998	WHS-RCH	35,058.00	35,058.00	-	10,000
333-D32	2000 Isuzu NQR	5/9/2000	WHS	41,664.55	41,664.55	-	11,000
334-D42	2000 Isuzu NQR	5/9/2000	NOR	41,040.37	41,040.37	-	11,000
336-D09	2001 Isuzu NPR-NB3	8/24/2000	NOR	36,061.18	36,061.18	-	11,500
337-D21	2001 Isuzu NPR	10/13/2000	WHS-RCH	39,149.95	39,149.95	-	11,500
340-G16	Chevrolet Express Van	11/17/2000	NOR	21,186.06	21,186.06	-	2,100
341-G17	Chevrolet Express Van	11/17/2000	WHS	21,186.06	21,186.06	-	2,100
346-G12	1993 Chevy Pickup Cheyenne 1500	7/1/2000	WHS	6,250.00	6,250.00	-	800
346-D11	Isuzu NPR-NBB	7/1/2000	NOR	6,250.00	6,250.00	-	2,000
346-G06	1995 Ford F-700	7/1/2000	NOR	6,250.00	6,250.00	-	1,500
436-D22	2001 Isuzu	1/5/2001	WHS	38,928.46	38,928.46	-	11,500
437-D43	2001 Isuzu	1/5/2001	WHS-RCH	42,203.45	42,203.45	-	11,500
438-D44	2001 Isuzu	1/5/2001	WHS-CKY	42,203.45	42,203.45	-	11,500
459-D45	2003 Isuzu	10/17/2002	WHS	44,119.65	44,119.65	-	12,000
460-D46	2003 Isuzu	10/17/2002	NOR	44,423.82	44,423.82	-	12,000
502-D47	2004 Isuzu	10/15/2003	WHS	43,918.47	43,918.47	-	12,500
503-D48	2004 Isuzu	10/15/2003	WHS-VAB	43,918.47	43,918.47	-	12,500
649-D53	2005 International Truck 4300	10/8/2008	WHS	29,500.00	15,340.00	14,160.00	18,000
				946,420.94	932,260.94	14,160.00	

*Dept generally reflects where trucks are garaged. Although this changes.

WHS = Sterling warehouse, NOR = Norcross GA warehouse, CKY = Cockeysville MD, RCH = Richmond VA,
NCW = North Carolina warehouse, VAB = Virginia Beach VA

In re Fitness Resource, Inc. Case No. 11-16630-BFK
Debtor (If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
30. Inventory.		Inventory		3,606,594.44
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
<div>0 continuation sheets attached</div> <div>Total</div>				\$ 6,364,956.48

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

In re Fitness Resource, Inc.Case No. 11-16630-BFK

Debtor

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

☐ 11 U.S.C. § 522(b)(2)☐ Check if debtor claims a homestead exemption that exceeds
\$146,450*.☐ 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6D (Official Form 6D) (12/07)

In re Fitness Resource, Inc.,
Debtor

Case No. 11-16630-BFK
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. Fitness Equipment Stores, LLC 22714 Glenn Drive, Suite 130 Sterling, VA 20164		Incurred: 4/2/10 Lien: UCC-1 Security: Accounts receivable (factored)				208,601.15	208,601.15 This amount based upon existence of Superior Liens
		VALUE \$ 208,601.15					
ACCOUNT NO. Johnson Health Tech NA, Inc. 1600 Landmark Drive Cottage Grove, WI 53527		Lien: UCC-1 Security: Inventory				1,788,586.45	1,788,586.45 This amount based upon existence of Superior Liens
		VALUE \$ 1,500,000.00					
ACCOUNT NO. 0105 Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030	X	Incurred: 10/30/08 Lien: First deed of trust, assignment of rents Security: Business premises located at 7025 Arlington Road, Bethesda, MD 20814 - ground lease				421,245.68	0.00
		VALUE \$ 517,000.00					

1 continuation sheets attached

Subtotal (Total of this page)	\$ 2,418,433.28	\$ 997,187.60
Total (Use only on last page)	\$	\$

(Report also on
Summary of Schedules)
(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

B6D (Official Form 6D) (12/07) – Cont.

In re Fitness Resource, Inc.,
Debtor

Case No. 11-16630-BFK
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 0028 Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030	X	Incurred: 10/30/08 Lien: UCC-1 Security: Receivables, inventory VALUE \$ 6,979,000.00				4,000,000.00	0.00
ACCOUNT NO. 0107 Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030		Incurred: 7/15/09 Lien: Possession Security: Certificate of deposit Secures letter of credit in favor of Jamis Bicycles VALUE \$ 200,000.00				200,000.00	0.00
ACCOUNT NO. Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030		Lien: Possessory Security: Certificate of deposit Security for letter of credit to Jamis Bicycles VALUE \$ 200,000.00				0.00	0.00
ACCOUNT NO. VALUE \$							
ACCOUNT NO. VALUE \$							
Subtotal (s) (Total(s) of this page)						\$ 4,200,000.00	\$ 0.00
Total(s) (Use only on last page)						\$ 6,618,433.28	\$1,997,187.60

Sheet no. 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

(Report also on
Summary of Schedules)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

B6E (Official Form 6E) (04/10)

In re Fitness Resource, Inc.
Debtor

Case No. 11-16630-BFK
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Fitness Resource, Inc.,
Debtor

Case No. 11-16630-BFK
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.		Consideration: Sales taxes						
Comptroller of Maryland Revenue Administration Div. PO Box 17405 Baltimore, MD 21297-1405						14,753.28	14,753.28	0.00
ACCOUNT NO.		Consideration: Sales taxes						
Georgia Dept. of Revenue PO Box 105408 Atlanta, GA 30348-5408						49,606.53	49,606.53	0.00
ACCOUNT NO.		Consideration: Sales taxes						
North Carolina Dept. of Revenue PO Box 25000 Raleigh, NC 27640-0700						1,731.46	1,731.46	0.00
ACCOUNT NO.		Consideration: Sales taxes						
South Carolina Dept. of Revenue Sales Tax Return Columbia, SC 29214-0101						23,955.41	23,995.41	0.00

Sheet no. 1 of 2 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 90,046.68 \$ 90,086.68 \$ 0.00

Total ➤
(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)

\$

Totals ➤
(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

\$ \$ \$

B6E (Official Form 6E) (04/10) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.								
Virginia Dept. of Taxation Virginia Retail Sales & Use Tax PO Box 26626 Richmond, VA 23261-6626		Consideration: Sales taxes				25,680.08	25,680.08	0.00
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								

Sheet no. 2 of 2 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)Total ➤
(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)Totals ➤
(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

\$ 25,680.08	\$	\$
\$ 115,726.76		
\$	\$ 115,766.76	\$ 0.00

B6F (Official Form 6F) (12/07)

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. TYS 8334 Leesburg Pike Associates 5869 Westheimer Road Houston, TX 77057-5616		Consideration: Lease rejection				130,399.00
ACCOUNT NO. RCH 9460 West Broad Street Good Earth Investment, LLC 47624 Paulsen Square Sterling, VA 20265		Consideration: Rent - balance of lease term				937,356.12
ACCOUNT NO. Ab Coaster, LLC PO BOX 9 Chester, NJ 07930						17,496.00
ACCOUNT NO. OAK Acorn Associates L.P. Phase I 9302 Lee Highway, Suite 300 Fairfax, VA 22031		Consideration: Rent - rejected lease				129,012.00
33 continuation sheets attached						Subtotal ➤ \$ 1,214,263.12
						Total ➤ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Utilities				
Allied Waste Service #029 P.O. Box 9001099 Louisville, KY 40190-1231						0.00
ACCOUNT NO.		Consideration: Credit card debt				
American Express P. O. Box 1270 Newark, NJ 07101-1270						9,964.95
ACCOUNT NO.		Consideration: Trade				
Assembly Required 3630 Southwick Drive Kennesaw, GA 30144						9,120.20
ACCOUNT NO.		Consideration: Telephone service				
AT&T P.O. Box 105262 Atlanta, GA 30348-5262						285.82
ACCOUNT NO.		Consideration: Telephone services				
AT&T P.O. Box 105262 Atlanta, GA 30348-5262						251.96

Sheet no. 1 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 19,622.93

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Services				
Automatic Data Processing P.O. Box 9001006 Louisville, KY 40290-1006						533.38
ACCOUNT NO.		Consideration: Utilities				
Baltimore Gas & Electric Co. PO Box 13070 Philadelphia, PA 19101-3070						814.24
ACCOUNT NO.		Consideration: Rent				
Beacon Atando, LLC 9300 Harris Corners Pkwy Suite 100 Charlotte, NC 28629						6,630.48
ACCOUNT NO.		Consideration: Trade				
BH North America P. O. Box 86242 Los Angeles, CA 90086						11,011.00
ACCOUNT NO.		Consideration: Trade				
Broadcast Vision Entertainment 463 Pennsfield Place, Suite 103 Thousand Oaks, CA 91360						537.63

Sheet no. 2 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 19,526.73

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
CamelBak Products Inc. PO Box 6000 San Francisco, CA 94160						2,864.10
ACCOUNT NO.		Consideration: Trade				
CardioVision 2760 Beverly Drive, Suite 3 Aurora, IL 60504						5,374.74
ACCOUNT NO.		Consideration: Lease rejection				
Centro Oper Partnership2 LLC c/o Centro Properties Group 420 Lexington Avenue-7th Floor New York, NY 10017						106,176.00
ACCOUNT NO.		Consideration: Trade				
CleanNet 9861 Broken Land Pkwy, Suite 208 Columbia, MD 21046						600.00
ACCOUNT NO.		Consideration: Repairs				
Clipper Mill Auto 3515-D Clipper Mill Road Baltimore, MD 21211						262.91

Sheet no. 3 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 115,277.75

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
Debtor

Case No. 11-16630-BFK
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
Coast 2 Coast Fitness Solution 11107 Fairfax Station Road Fairfax, VA 22039						1,450.00
ACCOUNT NO.		Consideration: Trade				
Coastal Fitness Equipment 6317 Morrow Road Wilmington, NC 28412						120.00
ACCOUNT NO. NOR		Consideration: Rent				
Cobalt Industrial REIT II 5 Concourse Parkway, Suite 3000 Atlanta, GA 30328-7106						7,805.00
ACCOUNT NO.		Consideration: Utilities				
Comcast PO Box 3005 Southeastern, PA 19398-3005						253.73
ACCOUNT NO.		Consideration: Advertising				
Comcast Spotlight - Atlanta PO Box 930814 Atlanta, GA 31192-0814						23,605.85

Sheet no. 4 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 33,234.58

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
Debtor

Case No. 11-16630-BFK
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
Corporate Sports Unlimited 8140 Troon Circle Austell, GA 30168						8,228.00
ACCOUNT NO.		Consideration: Trade				
Crystal Springs PO Box 660579 Dallas, TX 75266-0579						245.88
ACCOUNT NO.		Consideration: Trade				
Cunningham Associates, Inc. P.O. Box 240981 Charlotte, NC 28224						3,095.00
ACCOUNT NO.		Consideration: Account				
Dahlia Design 42747 Explorer Drive Ashburn, VA 20148						17,165.35
ACCOUNT NO.						
David E. Nees Carla Nees 10713 Kelley Drive Fairfax VA 22030						0.00

Sheet no. 5 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	28,734.23
Total	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Repairs				
Del-Ray Glass Co., Inc 6621 Richmond Highway Alexandria, VA 22306						1,197.50
ACCOUNT NO.		Consideration: Rent - rejected lease				
Dickens Place LLC c/o The Wilton Companies 4901 Dickens Road, Suite 100 Richmond, VA 23230-1952						5,952.00
ACCOUNT NO. 09		Consideration: Utilities				
Dominion Virginia Power PO Box 26543 Richmond, VA 23290-0001						1,138.45
ACCOUNT NO. 11		Consideration: Utilities				
Dominion Virginia Power PO Box 26543 Richmond, VA 23290-0001						865.18
ACCOUNT NO. 16		Consideration: Utilities				
Dominion Virginia Power PO Box 26543 Richmond, VA 23290-0001						1,062.25

Sheet no. 6 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 10,215.38

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 17		Consideration: Utilities				
Dominion Virginia Power PO Box 26543 Richmond, VA 23290-0001						777.58
ACCOUNT NO. 18		Consideration: Utilities				
Dominion Virginia Power PO Box 26543 Richmond, VA 23290-0001						1,698.58
ACCOUNT NO.		Consideration: Utilities				
Duke Power PO Box 70516 Charlotte, NC 28272-4901						271.63
ACCOUNT NO.		Consideration: Trade				
Ecore International 715 Fountain Avenue Lancaster, PA 17601						47,612.11
ACCOUNT NO.		Consideration: Trade				
ERC Wiping Products, Inc. 19 Bennett Street Lynn, MA 01905						6,836.40

Sheet no. 7 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 57,196.30

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Reimbursement				
Eric Coryer 5605 Chestatee Landing Drive Gainesville, GA 30506						1,559.36
ACCOUNT NO.		Consideration: Trade				
Exercise Parts and Supplies 4637 West 159th Street Lawndale, CA 90260						294.93
ACCOUNT NO.		Consideration: Utilities				
Fairfax Water PO Box 71076 Charlotte, NC 28272-1076						170.30
ACCOUNT NO.		Consideration: Premium				
Fidelity Security Life Ins. PO Oox 632530 Cincinnati, OH 45263-2530						318.74
ACCOUNT NO.		Consideration: Trade				
Fitness Distributors Inc. 4680-18i Monticello avenue PMB 137 Williamsburg, VA 23188						6,434.96

Sheet no. 8 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 8,778.29

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Account				
Fleet Authority 3170 Draper Drive Rear Bay 10 Fairfax, VA 22031						5,084.25
ACCOUNT NO.		Consideration: Trade				
Fleet Services PO Box 5727 Carol Stream, IL 60197-5727						3,972.33
ACCOUNT NO. FRD		Consideration: Automobile repairs/service				
Fredericksburg 35, LLC 8405 Greensboro Drive Suite 830 McLean, VA 22102-5121						142,764.00
ACCOUNT NO. 2004		Incurred: 2008 Consideration: Promissory note				
Freedom Bank 10555 Main Street Suite 550 Fairfax, VA 22030	X					1,521,368.35
ACCOUNT NO. SPR		Consideration: Lease rejection				
Frontier Drive Metro Center, LP ATTN: Asset Manager 1701 Pennsylvania Ave., NW., Ste 1050 Washington, DC 20006-5805						160,155.00

Sheet no. 9 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 1,833,343.93

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Account				
Gables Midtown 1925 Monroe Drive Atlanta, GA 30334						149.80
ACCOUNT NO.		Consideration: Accounting, auditing services				
Gaffey Deane & Talley, PLC 12355 Sunrise Valley Drive Suite 305 Reston, VA 20191						20,995.00
ACCOUNT NO.		Consideration: Trade				
Gaiam Americas Dept. 1384 Denver, CO 80291-1384						36,463.86
ACCOUNT NO.		Consideration: Account				
Gardner Webb University PO Box 997 Boiling Springs, NC 28017						34,922.71
ACCOUNT NO. 04		Consideration: Utilities				
Georgia Power 96 Annex Atlanta, GA 30396-0001						936.98

Sheet no. 10 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 93,468.35

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 06 Georgia Power 96 Annex Atlanta, GA 30396-0001		Consideration: Utilities				901.93
ACCOUNT NO. 07 Georgia Power 96 Annex Atlanta, GA 30396-0001		Consideration: Utilities				1,134.41
ACCOUNT NO. Gerber's Inc 200 Cockeysville Road PO Box 942 Cockeysville, MD 21030		Consideration: Utilities				315.00
ACCOUNT NO. Hampton Fitness Products 1913 Portola Road Ventura, CA 93003		Consideration: Trade				117,793.15
ACCOUNT NO. Hoist Fitness 9990 Empire Street, Suite 130 San Diego, CA 92126		Consideration: Trade				182,045.00

Sheet no. 11 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 302,189.49

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Howard & Carol Wiles 2746 Clarks Landing Drive Oakton, VA 22124						0.00
ACCOUNT NO.		Consideration: Trade				
Humane Manufacturing Co. 805 Moore Street Baraboo, WI 53913-2796						10,649.00
ACCOUNT NO.		Consideration: Trash removal				
Industrial Disposal Services 9120 Developers Drive Manassas, VA 20109						1,389.95
ACCOUNT NO.		Consideration: Trade				
Integrity Transportation Services 1611 Cregon Court Lawrenceville, GA 30043						9,092.70
ACCOUNT NO.		Consideration: Trade				
Intek Strength PO Box 430 Herrin, IL 62946						81,847.54

Sheet no. 12 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 102,979.19

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
Intellbell, Inc. 1071 32nd Ave, N.W. Owatonna, MN 55060						26,045.00
ACCOUNT NO.		Consideration: Account				
Interstate Billing Service Dept 1265 PO Box 2153 Birmingham, AL 35287-1265						1,256.37
ACCOUNT NO.		Consideration: Account				
Ivey Mechanical Company, Inc. 4554 Stonegate Industrial Blvd. Suite C Stone Mountain GA 30083						750.00
ACCOUNT NO.						
James E. Autry, Esq. Culin, Sharp, Autry & Day, P.L.C. 4124 Leonard Drive Fairfax, VA 22030						Notice Only
ACCOUNT NO.		Consideration: Trade				
Jamis Bicycles 151 Ludlow Avenue Northvale, NJ 07647						37,713.58

Sheet no. 13 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 65,764.95

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. ROK Jefferson Joint Venture c/o Lerner Corporation 2000 Tower Oaks Blvd., FL 8 Rockville, MD 20852-4284		Consideration: Lease rejection				87,504.00
ACCOUNT NO. John Thomas 1425 Oakbrook Drive Suite 100 Norcross, GA 30093		Consideration: Reimbursement				115.00
ACCOUNT NO. Pay Johnson Health Tech NA, Inc. 1600 Landmark Drive Cottage Grove, WI 53527		Consideration: Trade				174,284.96
ACCOUNT NO. Junckers Hardwood, Inc. 95 Grand Street, #3 New York, NY 10013		Consideration: Trade				18,269.17
ACCOUNT NO. CHN JWW, LLC of Chantilly 7740 Legere Court McLean, VA 22102		Consideration: Lease rejection				315,384.00

Sheet no. 14 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 595,557.13

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						Notice Only
Kevin M. O'Donnell, Esq. Henry & O'Donnell, P.C. 300 North Washington Street, Suite 204 Alexandria, VA 22314						
ACCOUNT NO.		Consideration: Trade				4,619.81
Kimel Company Inc. 11257 S. Glen Road Suite A Potomac, MD 20854						
ACCOUNT NO. POT		Consideration: Lease rejection				53,878.00
KIR Smoketown Station, LP Mid-Adlantic Region 1954 Greenspring Drive, Suite 330 Timonium, MD 21093						
ACCOUNT NO.		Consideration: Trade				216,748.00
Landice, Inc 111 Canfield Avenue Randolph, NJ 07869						
ACCOUNT NO.		Consideration: Trade				12,524.86
Legend Fitness 140 Richardson Way Maynardville, TN 37807						

Sheet no. 15 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 287,770.67

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
LeMond Fitness, Inc Dept. CH 19068 Palatine, IL 60055-9068						155,019.88
ACCOUNT NO.		Consideration: Trade				
Louis Garneau 1352 East Main Street Box 755 Newport, VT 05855						11,932.40
ACCOUNT NO.		Consideration: Account				
Lowe's Business Account PO Box 530970 Atlanta, GA 30353-0970						223.71
ACCOUNT NO.		Consideration: Repairs				
M & E Services, Inc dba Fit Repairs P. O. Box 2507 Chester, VA 23831-9998						4,480.90
ACCOUNT NO.		Consideration: Trade				
M. E. Tudor Equipment Services 8055 Crimson Leaf Court Gainesville, VA 20155						7,755.66

Sheet no. 16 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 179,412.55

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						Notice Only
Marcher Consultants, Inc. 8230 Leesburg Pike Suite 610 Vienna, VA 22182						
ACCOUNT NO.		Consideration: Account				1,993.95
Maxwell Ocansey 2704 Silkwood Court Oakton, VA 22124						
ACCOUNT NO.		Consideration: Trade				1,030.00
McKenzie Services Inc. 7386 Guilford Road Clarksville, MD 21029						
ACCOUNT NO. MAL		Incurred: REJECT Consideration: Lease rejection				111,660.00
Mill Creek DEI, LLC 6200 Dutchmans Lane, Suite 207 Louisville, KY 40205						
ACCOUNT NO.		Consideration: Account				530.00
Monster Worldwide, Inc. PO Box 90364 Chicago, IL 60695-0034						

Sheet no. 17 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 115,213.95

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Insurance				
Moody & Associates, Inc. 22601 Gateway Center Drive Clarksburg, MD 20871-2002						4,607.50
ACCOUNT NO.		Consideration: Trade				
National Gymn Supply, Inc. 550 W. 83rd Street Los Angeles, CA 90045						1,923.61
ACCOUNT NO.		Consideration: Trade				
Nautilus, Inc. Dept CH 16391 Palatine, IL 60055-6391						6,002.26
ACCOUNT NO.		Consideration: Trade				
Octane Fitness, LLC P. O. Box 1521 Minneapolis, MN 55480-1521						280,351.48
ACCOUNT NO.		Consideration: Account				
Office Depot Credit Plan Dept.56-2610051792 PO Box 9020 Des Moines, IA 50368-9020						161.24

Sheet no. 18 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 293,046.09

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Freight				
Old Dominion Freight Line, Inc. PO Box 198475 Atlanta, GA 30384-8475						403.26
ACCOUNT NO.		Consideration: Trade debt				
Pacemaster, LLC 34 Fairfield Place West Caldwell, NJ 07006						330,980.17
ACCOUNT NO.		Consideration: Trade				
Paramount Fitness Equipment 6450 East Bandini Blvd. Los Angeles, CA 90040-3185						539.33
ACCOUNT NO.		Consideration: Truck lease				
Penske Truck Leasing P.O. Box 532658 Atlanta GA 30353-2658						426.99
ACCOUNT NO.		Consideration: Utilities				
PEPCO PO Box 4863 Trenton, NJ 08650-4863						757.42

Sheet no. 19 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 333,107.17

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Utilities				
PEPCO PO Box 4863 Trenton, NJ 08650-4863						472.51
ACCOUNT NO.		Consideration: Trade				
Pilot Media PO Box 79917 Baltimore, MD 21279-0917						2,825.00
ACCOUNT NO.		Consideration: Advertising				
Post - Newsweek Media PO Box 2381 Baltimore, MD 21264-2381						1,791.00
ACCOUNT NO.		Consideration: Utilities				
Potomac Disposal Services PO Box 841758 Dallas, TX 75284-2758						146.21
ACCOUNT NO.		Consideration: Trade				
Power Systems P. O. Box 51030 Knoxville, TN 37950-1030						1,163.35

Sheet no. 20 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 6,398.07

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
Pro-Elite Strength System 2930 W. Directors Row Salt Lake City, UT 84104						378.00
ACCOUNT NO.		Consideration: Account				
Purchase Power PO Box 371874 Pittsburgh, PA 15250-7874						444.00
ACCOUNT NO.		Consideration: Trade				
Q's Fitness Services PO Box 335 Oak Ridge, NC 27310						575.49
ACCOUNT NO.		Consideration: Trade				
Quantum Fitness 10245 West Airport Blvd. Stafford, TX 77477						1,201.75
ACCOUNT NO.		Consideration: Trade				
RAVX Inc. 2591 Pioneer Ave. Suite A Vista, CA 92081						1,042.36

Sheet no. 21 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 3,641.60

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Raytheon Company 4101 E. Plano Pkwy Mail Stop 334 Plano, TX 75054		Consideration: See "Defaults" tab in setup to add more...				299.60
ACCOUNT NO. Richmond Times-Dispatch PO Box 27775 Richmond, VA 23261-7775		Consideration: Advertising				6,459.26
ACCOUNT NO. Rick Hendrick Chevrolet 3277 Satellite Blvd. Duluth, GA 30096		Consideration: Truck repairs				2,184.67
ACCOUNT NO. River Place 1011 Arlington Blvd. Suite 340 Arlington, VA 22209		Consideration: Account				353.55
ACCOUNT NO. Riviera Finance PO Box 320243 Des Moines, IA 50331-0243		Consideration: Trade				6,359.40

Sheet no. 22 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 15,656.48

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Account				
RMS Fitness Equipment Service 4304 East Joppa Road Baltimore, MD 21236						317.49
ACCOUNT NO.		Consideration: Reimbursement				
Robert Colls 400 Hounds Chase Yorktown, VA 23693						151.24
ACCOUNT NO.		Consideration: Advertising				
Robert Webber 406 Hawthorne Rd. Linthicum, MD 21090						1,500.00
ACCOUNT NO.		Consideration: Trade				
Rocky Mountain Bicycle 2095 25th Avenue St. Georges de Beauce QC Canada G6A1A1						24,701.53
ACCOUNT NO. STR		Consideration: Lease rejection				
Route Triple Seven, LP c/o Uniwest Commercial Realty 8191 Strawberry Lane, Suite 3 Falls Church, VA 22042						178,389.00

Sheet no. 23 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 205,059.26

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
SCIFIT Ltd. Co. 5151 S. 110th East Ave. Tulsa, OK 74146-6911						3,704.00
ACCOUNT NO.						
Scott B. Fleming, Esq. Weiss Berzowski Brady LLP 700 N. Water Street Milwaukee, WI 53202						Notice Only
ACCOUNT NO.		Consideration: Reimbursement				
Scott Garner 388 Carter Lumber Plant Rd. Denton NC 27239						490.92
ACCOUNT NO.		Consideration: Account				
Scotty Signs, Inc. 5948 Jefferson Ave. Newport News, VA 23605						480.00
ACCOUNT NO.		Consideration: Account				
Sew Cool Embroidery 2115 Emerald Hill Rd. Sperryville, VA 22740						231.88

Sheet no. 24 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 4,906.80

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
Shuler Floring Inc. 1170 Lance Rd. Suite 308 Norfolk, VA 23502-2454						1,359.00
ACCOUNT NO.		Consideration: Trade				
Smart Shopper, Inc. 1777 Reisterstown Road Suite 240 Baltimore, MD 21208						4,135.00
ACCOUNT NO.		Incurred: 10/30/08 Consideration: Account				
Sonabank, N.A. PO Box 7078 Crosslanes, WV 25356	X					4,901.92
ACCOUNT NO.		Consideration: Trade				
Spirit Manufacturing, Inc P. O. Box 80118 City of Industry, CA 91716-8118						73,720.03
ACCOUNT NO.		Consideration: Reimbursement				
Steve Saylor 289 Hemlock Trail Monroe, VA 24574						105.42

Sheet no. 25 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 84,221.37

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Reimbursement				
Steve Zimmerman 339 Maple Avenue Baltimore, MD 21221						281.39
ACCOUNT NO.						
Steven Shawn Renfrow 8153 Silverberry Way Vienna, VA 22182						0.00
ACCOUNT NO.		Consideration: Trade				
Storm Water Management 8345 A Beechcraft Ave. Gaithersburg, MD 20879						5,345.00
ACCOUNT NO. BTH		Consideration: Rent - balance of lease term				
Street Retail, Inc. 1626 East Jefferson Street Rockville, MD 20852-4041						2,728,458.72
ACCOUNT NO.		Consideration: Trade				
Supermats, Inc. 19175 Industrial Blvd. Suite A Elk River, MD 55300-2438						4,732.00

Sheet no. 26 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 2,738,817.11

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. PER SwanBlossom Investment, LP 1335 Canton Road, #D Marietta, GA 30066	X	Consideration: Rent - rejected lease				144,785.00
ACCOUNT NO. The KSA Group LLC 2707 Courthouse Oaks Road Vienna, VA 22181		Consideration: Financial services				19,414.10
ACCOUNT NO. The Washington Post 1150 15th Street, NW Washington, DC 20071		Consideration: Advertising				18,814.40
ACCOUNT NO. Theresa Kramer 12020 Deer Bite Ct Glen Arm, MD 21057		Consideration: Trade				2,436.94
ACCOUNT NO. Tiffany Enterprises Websites 13968 N. 88th Place Scottsdale, AZ 85260		Consideration: Services				825.00

Sheet no. 27 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 186,275.44

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
Debtor

Case No. 11-16630-BFK
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Rent				
Timonium North Self Storage PO Box 64803 Baltimore, MD 21264-4803						340.00
ACCOUNT NO.		Consideration: Trade				
TKO Sports Group USA Ltd PO Box 908 Bloomfield Hills, MI 48303-0908						7,679.14
ACCOUNT NO. WHS		Consideration: Lease rejection				
TransDulles 22714 Glenn LLC 4909 Seminary Road Suite 900 Alexandria, VA 22311						473,596.00
ACCOUNT NO.		Consideration: Account				
UNC Campus Recreation 201 Campus Recreation Center Chapel Hill, NC 27599-8610						500.00
ACCOUNT NO.		Consideration: Account				
United Parcel Service PO Box 7247-0244 Philadelphia, PA 19170-0001						469.24

Sheet no. 28 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	482,584.38
Total	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
USA Sports, Inc. 10600 Shadow Wood Dr. Houston, TX 77043						5,290.07
ACCOUNT NO.		Consideration: Trade				
Vectra Fitness, Inc. 7901 South 190th Street Kent, WA 98032						3,248.00
ACCOUNT NO. 01		Consideration: Telephone service				
Verizon PO Box 660720 Dallas, TX 75266-0720						1,251.71
ACCOUNT NO. 21		Consideration: Telephone service				
Verizon PO Box 660720 Dallas, TX 75266-0720						152.15
ACCOUNT NO. 38		Consideration: Telephone service				
Verizon PO Box 660720 Dallas, TX 75266-0720						118.55

Sheet no. 29 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 10,060.48

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 56 Verizon PO Box 660720 Dallas, TX 75266-0720		Consideration: Telephone service				169.10
ACCOUNT NO. 63 Verizon PO Box 660720 Dallas, TX 75266-0720		Consideration: Telephone service				169.58
ACCOUNT NO. 67 Verizon PO Box 660720 Dallas, TX 75266-0720		Consideration: Telephone services				111.99
ACCOUNT NO. 68 Verizon PO Box 660720 Dallas, TX 75266-0720		Consideration: Telephone service				238.42
ACCOUNT NO. 71 Verizon PO Box 660720 Dallas, TX 75266-0720		Consideration: Telephone services				1,842.57

Sheet no. 30 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 2,531.66

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Vincent D'Ercole 3150 Indian Lane Reno, NV 89506						0.00
ACCOUNT NO.		Consideration: Utilities				
Waste Management of Atlanta Atlanta Hauling PO Box 105453 Atlanta, GA 30348-5453						1,995.26
ACCOUNT NO.		Consideration: Utilities				
Waste Management of NOVA PO Box 13648 Philadelphia, PA 19101-3648						133.30
ACCOUNT NO.		Consideration: Utilities				
Windstream PO Box 9001908 Louisville, KY 40290-1908						129.78
ACCOUNT NO. ANN		Incurred: 8-3-10 Consideration: Promissory note				
Winven Realty, LLC 10 Rye Ridge Plaza, Suite 200 Rye Brook, NY 10573-2828	X			X		32,997.36

Sheet no. 31 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 35,255.70

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Advertising				
WJLA-TV 1100 Wilson Blvd, 6th Floor Arlington, VA 22209						30,727.50
ACCOUNT NO.		Consideration: Advertising				
WJZ-TV P. O. Box 905892 Charlotte, NC 28290-5892						4,768.50
ACCOUNT NO.		Consideration: Advertising				
WRC-TV NBC PO Box 402492 Atlanta, GA 30384-2492						23,035.00
ACCOUNT NO.		Consideration: Advertising				
WVEC PO Box 905313 Charlotte, NC 28290-5313						6,970.00
ACCOUNT NO.		Consideration: Trade				
WXIA-TV PO Box 637392 Cincinnati, OH 45263-7392						11,135.00

Sheet no. 32 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 76,636.00

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Fitness Resource, Inc.,
DebtorCase No. 11-16630-BFK
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade				
Yakima Products, Inc. 25091 Network Place Chicago, IL 60673						5,785.84
ACCOUNT NO. CKY		Consideration: Lease rejection				
York and Park Associates 1258 Henry Street Baltimore, MD 21230						107,652.00
ACCOUNT NO.		Consideration: Trade				
York Barbell Company 3300 Board Road York, PA 17406						8,185.96
ACCOUNT NO.		Consideration: Advertising				
YPM, Inc. 1800 Von Karman Ave. Suite 200 Irvine, CA 92612						20,338.65
ACCOUNT NO. ZEB		Consideration: Rent - rejected lease				
Zebra Properties LLC P.O. Box 420066 Atlanta, GA 30342						84,503.00

Sheet no. 33 of 33 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 226,465.45

Total ▶ \$ 9,787,212.58

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re Fitness Resource, Inc.

Case No. 11-16630-BFK

Debtor

(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Centro Oper Partnership2 LLC c/o Centro Properties Group 420 Lexington Avenue-7th Floor New York, NY 10017	6350 North Point Parkway, #610 Alpharetta, GA 30022 Lease on nonresidential real property
Street Retail, Inc. 1626 East Jefferson Street Rockville, MD 20852-4041	7025-7033 Arlington Road Bethesda, MD 20814 Lease on nonresidential real property
Zebra Properties LLC P.O. Box 420066 Atlanta, GA 30342	2979 Peachtree Road Atlanta, GA 30305 Lease on nonresidential real property
JWW, LLC of Chantilly 7740 Legere Court McLean, VA 22102	14008 Lee Jackson Highway Chantilly, VA 20501 Lease on nonresidential real property
York and Park Associates 1258 Henry Street Baltimore, MD 21230	9709 York Road Cockeysville, MD 21045 Lease on nonresidential real property
Mill Creek DEI, LLC 6200 Dutchmans Lane, Suite 3307 Louisville, KY 40205	3310 Buford Drive Buford, GA 30519 Lease on nonresidential real property
KIR Smoketown Station, LP 3333 New Hyde Park Rd., Ste. 100 P.O. Box 5020 New Hyde Park, NY 11042-0020	13900 Shoppers Best Way Woodbridge, VA 22192 Lease on nonresidential real property

In re Fitness Resource, Inc. Case No. 11-16630-BFK
Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Page)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
9460 West Broad Street Good Earth Investment, LLC 717 Gouldman Lane Great Falls, VA 22066	9462 West Broad Street Richmond, VA 23230 Lease on nonresidential real property
Jefferson Joint Venture c/o Lerner Corporation 2000 Tower Oaks Blvd., FL 8 Rockville, MD 20852-4284	12232 Rockville Pike Rockville, MD 20852 Lease on nonresidential real property
SwanBlossom Investment, LP 1335 Canton Road, #D Marietta, GA 30066	1165 Perimeter Center West Atlanta, GA 30338 Lease on nonresidential real property
Frontier Drive Metro Center, LP ATTN: Asset Manager 1701 Pennsylvania Ave., NW., Ste 1050 Washington, DC 20006-5805	6575-T Frontier Drive Springfield, VA 22150 Lease on nonresidential real property
Route Triple Seven, LP 2900 Telestar Court Falls Church, VA 22042-1206	21031 Tripleseven Road Sterling, VA 20165 Lease on nonresidential real property
8334 Leesburg Pike Associates 5869 Westheimer Road Houston, TX 77057-5616	8334-A Leesburg Pike Vienna, VA 22182 Lease on nonresidential real property
Beacon Atando, LLC 9300 Harris Corners Pkwy Suite 100 Charlotte, NC 28629	3348 Service St., #B Charlotte, NC 28206 Lease on nonresidential real property
Cobalt Insutrial REIT II 5 Concourse Parkway, Suite 3000 Atlanta, GA 30328-7106	1425 Oakbrook Drive, #100 Norcross, GA 30093 Lease on nonresidential real property

In re Fitness Resource, Inc. Case No. 11-16630-BFK
 Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
 (Continuation Page)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
TransDulles 22714 Glenn LLC c/o Duke Realty Corporation 4909 Seminary Road, Suite 900 Alexandria, VA 22311	22714 Glenn Drive, Suite 130 Sterling, VA 20164 Lease on nonresidential real property
Omnipoint Communications CAP Operations, LLC 7029 Arlington Road Bethesda, MD 20814	Sublease - business premises located at 7029 Arlington Road, Bethesda, MD 20814 Lease on nonresidential real property
Bethesda Massage LLC 7033 Arlington Road Bethesda, MD 20814	Sublease - Business premises located at 7033 Arlington Road, Bethesda, MD 20814 Lease on nonresidential real property
Floors USA, Inc. 21031 Tripleseven Road Sterling, VA 20165	Sublease - 32.7% portion of business premises located at 21031 Tripleseven Road, Sterling, VA 20165 Lease on nonresidential real property
Mattress Discount Group LLC 14008 Lee Jackson Highway Chantilly, VA 20151	Sublease - 53.4% portion of business premises located at 14008 Lee Jackson Highway, Chantilly, VA 20151 Lease on nonresidential real property
Penske Truck Leasing P.O. Box 532658 Atlanta GA 30353-2658	2006 Freightliner M2 4x2
Acorn Associates L.P. Phase I 9302 Lee Highway, Suite 300 Fairfax, VA 22031	2946-I Chain Bridge Road Oakton, VA 22124 Lease on nonresidential real property
Dickens Place LLC c/o The Wilton Companies 4901 Dickens Road, Suite 100 Richmond, VA 23230-1952	6403-G Dickens Place Richmond, VA 23230 Lease on nonresidential real property

In re Fitness Resource, Inc.

Debtor

Case No. 11-16630-BFK

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
David E. Nees 10713 Kelley Drive Fairfax VA 22030	Freedom Bank 10555 Main Street Suite 550 Fairfax, VA 22030
FR Midlothian Properties, LLC 22714 Glenn Drive, Suite 130 Sterling, VA 20164	Freedom Bank 10555 Main Street Suite 550 Fairfax, VA 22030
David E. Nees Carla Nees 10713 Kelley Drive Fairfax VA 22030	Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030
David E. Nees Carla Nees 10713 Kelley Drive Fairfax VA 22030	Sonabank, N.A. 10855 Fairfax Boulevard Fairfax, VA 22030
David E. Nees Carla Nees 10713 Kelley Drive Fairfax VA 22030	Winven Realty, LLC 10 Rye Ridge Plaza, Suite 200 Rye Brook, NY 10573-2828

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Eastern District of Virginia

In re Fitness Resource, Inc.
Debtor

Case No. 11-16630-BFK

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 517,000.00		
B - Personal Property	YES	3	\$ 6,364,956.48		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	2		\$ 6,618,433.28	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	4		\$ 115,726.76	
F - Creditors Holding Unsecured Nonpriority Claims	YES	34		\$ 9,787,212.58	
G - Executory Contracts and Unexpired Leases	YES	3			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		49	\$ 6,881,956.48	\$16,521,372.62	

United States Bankruptcy Court

Eastern District of Virginia

In re Fitness Resource, Inc.
Debtor

Case No. 11-16630-BFK

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. §101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

State the Following:

Average Income (from Schedule I, Line 16)	\$ N.A.
Average Expenses (from Schedule J, Line 18)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ N.A.

State the Following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ N.A.
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ N.A.	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ N.A.
4. Total from Schedule F		\$ N.A.
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ N.A.

Fitness Resource, Inc.

In re _____
Debtor

Case No. 11-16630-BFK
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the President [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Fitness Resource, Inc. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 51 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 9/27/11

Signature: /s/ David E. Nees

DAVID E. NEES

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.